

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

LBC GROUP, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 19, 2000

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SUBJECT: LBC GROUP, L.L.C.
REF: W00000013030

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ARTICLES OF ORGANIZATION

LBC GROUP, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company shall be LBC GROUP, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Louja Realty, Inc., 2240 Woolbright Road, Suite 300, Boynton Beach, FL 33426

ARTICLE III - Registered Agent:

The name and street address of the Limited Liability Company's initial Registered Agent for service of process in this State is as follows: LOUIS J. APPIGNANI, 2240 Woolbright Road, Suite 300, Boynton Beach, FL 33426.

ARTICLE IV - Management:

The Limited Liability Company will be a manager-owner company and the name and address of the initial managers are:

LOUIS J. APPIGNANI
2240 Woolbright Road, Suite 300
Boynton Beach, FL 33426

BARRY B. WOLFF
2250 N.W. 59th Street
Boca Raton, FL 33496

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FROM TUCKER*TIGHE PA 9544677905

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TOTAL P.02

ARTICLE V - Members

The initial members of this Limited Liability Company are Louis J. Appignani, as to a 80% membership interest, and Barry Wolff, as to a 20% membership interest.

ARTICLE VI - Transfer of Interests:

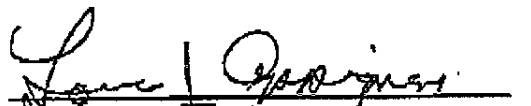
A Member may not assign or transfer his or her interest in the Company except as may be permitted by the Operating Agreement.

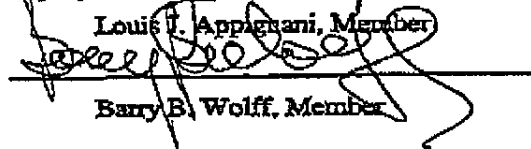
ARTICLE VII - Members Rights to Continue Business:

The remaining members of the limited liability company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company. In case of death, the member's interest shall remain in the estate of said member.

ARTICLE VIII - Objectives of the L.L.C.

The purpose of the L.L.C. is to provide consulting advice to Barbizon Inc. L.L.C., to receive consulting and related fees in this regard, and to disburse such funds in the ratio of 80%/20% as stated above, net of expenses. Any charges, deletions, or changes must be approved in writing by both members.



Louis J. Appignani, Member


Barry B. Wolff, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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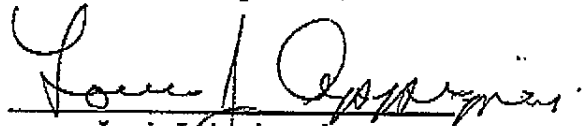
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: LBC GROUP, L.L.C.
- 2. The name of the Florida street address of the registered agent are:

Louis J. Appignani
2240 Woolbright Road, Suite 300
Boynton Beach, FL 33426

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Louis J. Appignani

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